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# Contract Management for Non-Lawyers: Drafting to Closeout

26 April – 7 May 2027
Nairobi (Kenya)

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# Contract Management for Non-Lawyers: Drafting to Closeout

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Contract management for non-lawyers, from drafting to closeout, is the work of shaping, agreeing, running and closing business contracts when legal advice is not in the room every day. This 2-week course is for project, procurement, operations, finance and sales staff who handle contracts without legal training, and you leave with a Contract Lifecycle Control File. This contract management for non-lawyers course is delivered by Mercury Training Center.

## About This Course

Contracts often go wrong in the hands of the people who run them, not the lawyers who drafted them: unclear clauses, unrecorded changes, missed notices and late payments. You should already work with contracts in your role. You follow one contract through each stage, drafting, negotiating and managing it with templates and role plays.

## Who It Is For

- Project and operations staff who deliver work under contracts and handle changes and claims.
- Procurement and supply chain staff who prepare, award and manage supplier agreements.
- Sales and business development staff who negotiate customer terms and commitments.
- Finance and budget staff who control contract payments, penalties and financial exposure.
- HR and administrative staff who draft, file or monitor service and employment-related agreements.

This course is not for lawyers and in-house counsel, who need a specialist course in contract law and litigation, nor for managers who want only a short grounding in contract basics, who will be better served by a one-week fundamentals course.

## Competencies You Will Build

- Contract Validity Checks: you confirm offer, acceptance, consideration, capacity and authority before anything is signed.
- Clause Drafting and Review: you write and mark up clauses in clear, unambiguous language.
- Contract Negotiation: you prepare positions and trade concessions on contentious clauses.
- Contract Risk Control: you spot financial, operational and legal exposure and fix it in the wording.
- Performance and Change Control: you track deliverables and milestones and manage amendments on paper.
- Dispute Handling and Closeout: you manage breaches, choose a resolution route and close contracts cleanly.

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## What You Will Be Able to Do

By the end of the course you will be able to:

- From a draft agreement, check the elements of a valid contract and list what is missing.
- Given a business need, choose a suitable contract type and draft its key clauses.
- Using a negotiation plan, agree a compromise on liability, payment or termination terms and record it.
- Given a contract, build a risk register with mitigating clauses, insurance and indemnity checks.
- From a change request, assess its cost and time impact and issue a written amendment.
- Using a breach notice, decide between negotiation, mediation and arbitration and prepare the file.

## Course Content

## Day 1: Contracts and Legal Foundations

- Purpose of Contracts in Business and the Non-Lawyer's Role
- Key Legal Principles Governing Commercial Contracts
- Contract Types Used Across Industries
- Contract Lifecycle Map From Creation to Termination
- Working Interface Between Legal and Non-Legal Staff

## Day 2: Elements of a Valid Contract

- Offer, Acceptance and Mutual Agreement Checks
- Consideration and Its Role in Enforceability
- Legal Capacity and Authority to Sign
- Clarity of Contract Language and Defined Terms
- Common Pitfalls That Make Contracts Invalid

## Day 3: Drafting Skills for Non-Lawyers

- Contract Structure From Recitals to Schedules
- Clear, Concise Clause Writing Techniques
- Industry-Specific Terms and Conditions
- Alignment of Contract Terms With Organizational Policies
- Ambiguity Checklist for Reviewing Contract Wording

## Day 4: Negotiating Contract Terms

- Principles of Contract Negotiation and Interest Mapping
- Negotiation Preparation Sheet for Key Stakeholders
- Assertiveness and Flexibility in Live Negotiations
- Trading Concessions on Contentious Clauses
- Recording Agreed Positions After Negotiation

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## Day 5: Contract Risk Management

- Risk Identification in Contract Terms
- Financial, Operational and Legal Risk Assessment
- Mitigating Clauses for Liability, Warranties and Termination
- Contingency Planning for Unforeseen Contract Events
- Insurance and Indemnity Clauses in Practice

## Day 6: Performance Monitoring and Change

- Measurable Deliverables and Performance Criteria
- Milestone Tracking Tools for Contract Managers
- Amendment and Variation Control Procedure
- Resolving Performance Shortfalls With Suppliers and Clients
- Continuous Improvement Reviews of Contract Performance

## Day 7: Compliance and Ethics

- Legal and Regulatory Obligations Inside Contracts
- Industry Standards and Law Adherence Checks
- Anti-Bribery, Anti-Corruption and Ethical Practice Clauses
- Contract Compliance Audit Checklist
- Non-Compliance Penalties and Prevention Steps

## Day 8: Financial Terms and Payment

- Payment Terms, Schedules and Invoicing Triggers
- Contract Budget and Financial Risk Control
- Cost Control and Optimization Under Running Contracts
- Late Payment, Financial Penalties and Remedies
- Aligning Contract Commitments With Financial Objectives

## Day 9: Disputes, Breach and Closeout

- Common Causes of Contract Disputes
- Negotiation, Mediation and Arbitration Routes Compared
- Drafting Dispute Resolution Clauses
- Breach Management Steps and Notices
- Contract Closeout and Lessons Learned From Failures and Successes

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## Day 10: Lifecycle Practice on a Live Contract

- Exercise: Drafting and Reviewing a Service Agreement
- Exercise: Negotiation Role Play on Liability and Payment Terms
- Exercise: Handling a Variation and a Late-Delivery Dispute
- Best Practices for Working With Legal Teams on Future Contracts
- Completing the Contract Lifecycle Control File for Your Own Contract

## Case Studies and Exercises

These are suggested activities.

- Case study: a construction subcontract has no clear variation procedure and extra work piles up; you decide how to regularize the changes and protect the budget.
- Case study: an IT services agreement misses its service levels; you choose between penalties, a remedy plan and termination.
- Exercise: a hospital supply contract needs renewal; you redraft the payment and delivery clauses to remove ambiguity.
- Exercise: a logistics supplier disputes late-payment charges; you prepare the file and recommend a resolution route.

## What You Take Back

You return with the Contract Lifecycle Control File for a contract you manage. In your first month back, use it to check the contract's validity and risk points, set up its milestone and payment tracker and put a written procedure in place for the next change request.

- Validity checklist and clause review notes.
- Risk register with mitigating clauses.
- Milestone, payment and change log.
- Dispute and closeout checklist.

## Quick Answers FAQ

### What should I know before contract management for non-lawyers training?

You should already deal with contracts at work, such as reading supplier terms, approving orders or managing deliverables. No legal background is needed; legal terms are explained in plain language as they come up.

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## How does contract management for non-lawyers differ from a short contract basics course?

A short basics course explains how contracts form and what key clauses mean. The two-week course follows the whole lifecycle in depth, adding drafting practice, negotiation role plays, compliance, payment control, change management, disputes and closeout.

## When should a non-lawyer call in legal advice on a contract?

Call legal advice when a contract changes liability, indemnity or termination terms, when a dispute may go to arbitration or court, or when the value or risk exceeds your authority. Routine performance and change records stay with the contract manager.

## What do I take back from contract management for non-lawyers training?

You take back the Contract Lifecycle Control File: validity and clause review notes, a risk register, a milestone, payment and change log, and a dispute and closeout checklist, built for a contract you manage.

## For Your Manager

After the course, the team member can check contract validity, draft and review clauses, negotiate key terms, control risks and changes, and handle disputes and closeout without relying on legal staff for routine issues. They return with a Contract Lifecycle Control File for a current contract, first used at its next performance or change review.

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